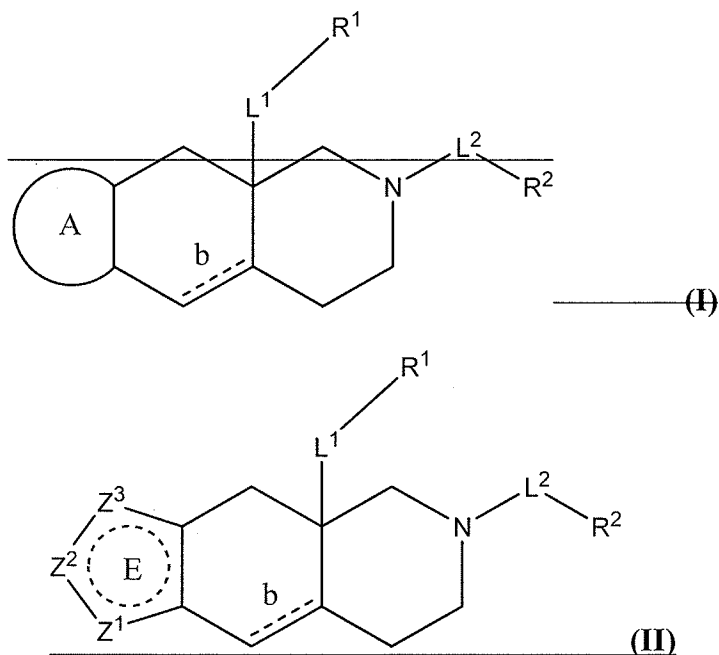


## Amendments to the Claims:

The following is a complete list of claims indicating the changes incorporated by the present amendment and replacing all prior versions of the claims. Any claims canceled herein and all deletions made in claims that are not canceled herein are done so without prejudice to being re-instituted at a later date in this or a related application.

## Listing of Claims:

1. (Currently Amended) A compound having the formula:



wherein,

$L^1$  and  $L^2$  are members independently selected from a bond, -O-, -S-, S(O)-, -S(O<sub>2</sub>)-, -C(O)-, -C(O)O-, -C(O)NH-, substituted or unsubstituted alkylene, and substituted or unsubstituted heteroalkylene;

the dashed line b is optionally a bond;

~~the ring A is a member selected from substituted or unsubstituted 5 to 6 membered heterocycloalkyl, and substituted or unsubstituted heteroaryl;~~

$R^1$  is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -OR<sup>1A</sup>, -NR<sup>1C</sup>R<sup>1D</sup>, -C(O)NR<sup>1C</sup>R<sup>1D</sup>, -C(O)OR<sup>1A</sup>, wherein

$R^{1A}$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl[[ $\ddagger$ ]],

$R^{1C}$  and  $R^{1D}$  are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

wherein  $R^{1C}$  and  $R^{1D}$  are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring nitrogen[[~~-~~and]];

$R^2$  is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,  $-S(O_2)R^{2A}$ ,  $-S(O_2)NR^{2B}R^{2C}$ , and  $=NOR^{2D}$ , wherein

$R^{2A}$ ,  $R^{2B}$ ,  $R^{2C}$ , and  $R^{2D}$  are members independently selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl[[ $\ddagger$ ]];

**the dashed ring represents unsaturated, partially saturated, or fully saturated bonds within ring E;**

**$Z^1$  is a member selected from  $-NR^5$ -,  $=N$ -,  $-O$ -, and  $-S$ -, wherein**

**$R^5$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl;**

**$Z^2$  is a member selected from  $-CR^{6A}R^{6B}$ -,  $=CR^{6A}$ -,  $-C(O)$ -,  $-NR^{6C}$ -,  $=N$ -,  $-O$ -,  $-S$ -,  $-CR^{6A}R^{6B}-NR^{6C}$ -,  $=CR^{6A}-NR^{6C}$ -,  $-CR^{6A}=N$ -,  $-CR^{6A}R^{6B}-N$ -, and  $=CR^{6A}-N$ -, wherein**

**$R^{6C}$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted**

cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

R<sup>6A</sup> and R<sup>6B</sup> are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, -NR<sup>6A1</sup>R<sup>6A2</sup>, and -OR<sup>6A3</sup>, wherein

R<sup>6A1</sup> and R<sup>6A2</sup> are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

R<sup>6A1</sup> and R<sup>6A2</sup> are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and

R<sup>6A3</sup> is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

wherein R<sup>6A</sup> and R<sup>6C</sup> are optionally joined together to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom;

Z<sup>3</sup> is a member selected from -CR<sup>7A</sup>R<sup>7B</sup>-, =CR<sup>7A</sup>-, -C(O)-, -NR<sup>7C</sup>-, =N-, -O-, and -S-,

wherein

R<sup>7C</sup> is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl,

R<sup>7A</sup> and R<sup>7B</sup> are independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aryl, -NR<sup>7A1</sup>R<sup>7A2</sup>, and -OR<sup>7A3</sup>, wherein

R<sup>7A1</sup> and R<sup>7A2</sup> are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl,

substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein  
R<sup>7A1</sup> and R<sup>7A2</sup> are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and  
R<sup>7A3</sup> is a member selected from substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;  
wherein R<sup>5</sup> is optionally joined with R<sup>6A</sup> or R<sup>6C</sup> to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom;  
wherein R<sup>7A</sup> is optionally joined with R<sup>6A</sup> or R<sup>6C</sup> to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom; and  
wherein R<sup>7C</sup> is optionally joined with R<sup>6A</sup> or R<sup>6C</sup> to form a substituted or unsubstituted ring, wherein said ring optionally comprises an additional ring heteroatom.

2. (Canceled)

3. (Currently Amended) The compound of claim 1, wherein [[A]]ring E is a member selected from substituted or unsubstituted pyrrolidinyl, substituted or unsubstituted pyrrolyl, substituted or unsubstituted pyrazolyl, substituted or unsubstituted imidazolyl, substituted or unsubstituted furanyl, substituted or unsubstituted oxazolyl, substituted or unsubstituted isoxazolyl, substituted or unsubstituted thienyl, substituted or unsubstituted thiazolyl, and substituted or unsubstituted isothiazolyl, ~~substituted or unsubstituted pyridinyl, substituted or unsubstituted pyrimidinyl, and substituted or unsubstituted pyrazinyl.~~

4. (Currently Amended) The compound of claim 1, wherein [[A]]ring E is a substituted or unsubstituted pyrazolyl.

5.-7. (Canceled)

8. (Currently Amended) The compound of ~~claim 7~~claim 1, wherein  
Z<sup>1</sup> is -NR<sup>5</sup>-;  
Z<sup>2</sup> is =N-; and

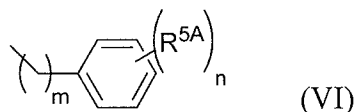
$Z^3$  is  $=CR^{7A}-$ .

9. (Original) The compound of claim 8, wherein

$R^{7A}$  is hydrogen; and

$R^5$  is a member selected from hydrogensubstituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted arylalkyl and substituted or unsubstituted heteroarylalkyl.

10. (Currently Amended) The compound of ~~claim 7~~claim 1, wherein  $R^5$  has the formula:



wherein,

$R^{5A}$  is a member selected from hydrogen, halogen,  $-OR^{5A1}$ ,  $-NR^{5A2}R^{5A3}$ ,  $-S(O_2)NR^{5A2}R^{5A3}$ ,  $-CN$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein  $R^{5A1}$  is a member selected from hydrogen, substituted or unsubstituted alkyl,

substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, and

$R^{5A2}$  and  $R^{5A3}$  are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

$m$  is an integer from 0 to 10; and

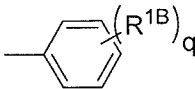
$n$  is an integer from 1 to 5.

11. (Original) The compound of claim 10, wherein

$n$  is 1;

$m$  is 0 or 1; and

$R^{5A1}$ ,  $R^{5A2}$  and  $R^{5A3}$  are hydrogen.

12. (Currently Amended) The compound of ~~claim 7~~claim 1, wherein  
 $Z^1$  is  $-NR^5-$ ;  
 $Z^2$  is  $=CR^{6A}-$ ; and  
 $Z^3$  is  $=N-$ .
13. (Original) The compound of claim 12, wherein  $R^5$  is a member selected from hydrogen and substituted or unsubstituted aryl.
14. (Original) The compound of claim 8, wherein  $R^5$  and  $R^{7A}$  are hydrogen and b is a bond.
15. (Original) The compound of claim 1, wherein  $R^1$  is a member selected from substituted or unsubstituted ( $C_1$ - $C_{10}$ ) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted ( $C_3$ - $C_7$ ) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.
16. (Original) The compound of claim 1, wherein  $R^1$  has the formula:
- 

(III)
- wherein,  
 $q$  is an integer selected from 1 to 5;  
 $R^{1B}$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl,  $-NR^{1B1}R^{1B2}$ ,  $-OR^{1B3}$ , and  $-C(O)NR^{1B4}R^{1B5}$  wherein  $R^{1B1}$  and  $R^{1B2}$  are members independently selected from hydrogen, substituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl, wherein  $R^{1B1}$  and  $R^{1B2}$  are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises an additional ring heteroatom, and  $R^{1B3}$  is a member selected from hydrogen, substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, substituted or unsubstituted heteroaryl comprising a ring nitrogen, and alkyl substituted with a substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or

unsubstituted heterocycloalkyl comprising a ring nitrogen, and substituted or unsubstituted heteroaryl comprising a ring nitrogen; and

$R^{1B4}$  and  $R^{1B5}$  are members independently selected from hydrogen, substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, substituted or unsubstituted heteroaryl comprising a ring nitrogen, and alkyl substituted with a substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, and substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein

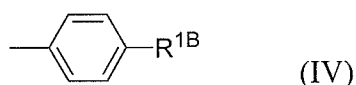
$R^{1B4}$  and  $R^{1B5}$  are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises a heteroatom.

17. (Original) The compound of claim 16, wherein

q is an integer selected from 1 to 3;

$R^{1B}$  is a member selected from hydrogen, substituted alkyl, substituted or unsubstituted heteroalkyl, substituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted aryl, and substituted or unsubstituted heteroaryl.

18. (Original) The compound of claim 16, wherein  $R^1$  has the formula:



wherein,

$R^{1B}$  is a member selected from hydrogen,  $-NR^{1B1}R^{1B2}$ ,  $-OR^{1B3}$ , substituted or unsubstituted ( $C_1$ - $C_{10}$ ) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted ( $C_3$ - $C_7$ ) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

19. (Original) The compound of claim 16, wherein  $R^{1B}$  is a member selected from  $-C(O)NR^{1B4}R^{1B5}$  and substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein

$R^{1B4}$  and  $R^{1B5}$  are members independently selected from hydrogen, substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl

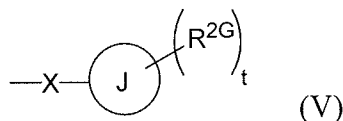
comprising a ring nitrogen, substituted or unsubstituted heteroaryl comprising a ring nitrogen, and  
alkyl substituted with a substituted or unsubstituted heteroalkyl comprising a nitrogen, substituted or unsubstituted heterocycloalkyl comprising a ring nitrogen, and substituted or unsubstituted heteroaryl comprising a ring nitrogen, wherein  $R^{1B4}$  and  $R^{1B5}$  are optionally joined to form a substituted or unsubstituted ring with the nitrogen to which they are attached, wherein said ring optionally comprises a heteroatom.

20. (Original) The compound of claim 19, wherein  $R^{1B1}$ ,  $R^{1B2}$ ,  $R^{1B3}$ ,  $R^{1B4}$  and  $R^{1B5}$  are members independently selected from hydrogen and a substituted or unsubstituted ring, wherein said ring optionally comprises a nitrogen atom and at least one additional ring heteroatom.

21. (Original) The compound of claim 1, wherein  $R^2$  is a member selected from substituted or unsubstituted ( $C_1$ - $C_{10}$ ) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted ( $C_3$ - $C_7$ ) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

22. (Original) The compound of claim 1,  $R^{2A}$ ,  $R^{2B}$ ,  $R^{2C}$ , and  $R^{2D}$  are members independently selected from substituted or unsubstituted ( $C_1$ - $C_{10}$ ) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted ( $C_3$ - $C_7$ ) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

23. (Currently Amended) The compound of claim 1,  $R^2$  has the formula:



wherein,

$R^{2G}$  is a member selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;



J is a substituted or unsubstituted ring selected from substituted or unsubstituted (C<sub>3</sub>-C<sub>7</sub>) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

t is an integer from 0 to 5; and

X is a member selected from a bond, -S(O<sub>2</sub>)-, and ~~-S(O<sub>2</sub>)N<sup>21</sup>~~--S(O<sub>2</sub>)NR<sup>21</sup>-, wherein

R<sup>21</sup> is a member selected from hydrogen, substituted or unsubstituted alkyl, and substituted or unsubstituted heteroalkyl.

24. (Original) The compound of claim 23, wherein

R<sup>2G</sup> is a member selected from hydrogen, substituted or unsubstituted (C<sub>1</sub>-C<sub>10</sub>) alkyl, substituted or unsubstituted 2-10 membered heteroalkyl, substituted or unsubstituted (C<sub>3</sub>-C<sub>7</sub>)cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

J is a substituted or unsubstituted ring selected from substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl;

t is 1; and

R<sup>21</sup> is hydrogen.

25. (Original) The compound of claim 23, wherein R<sup>2G</sup> is a branched or unbranched (C<sub>1</sub>-C<sub>10</sub>)alkyl.

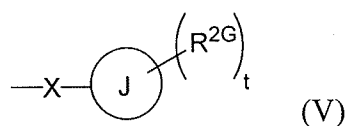
26. (Original) The compound of claim 23, wherein X is -S(O<sub>2</sub>)-.

27. (Original) The compound of claim 1, wherein L<sup>1</sup> and L<sup>2</sup> are members independently selected from a bond and unsubstituted (C<sub>1</sub>-C<sub>6</sub>) alkylene.

28. (Original) The compound of claim 1, wherein  
the dashed line b is a bond;

R<sup>1</sup> is substituted or unsubstituted benzyl; and

R<sup>2</sup> has the formula:



wherein,

$R^{2G}$  is a member selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

J is a substituted or unsubstituted ring selected from substituted or unsubstituted ( $C_3$ - $C_7$ ) cycloalkyl, substituted or unsubstituted 3-7 membered heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl,

t is an integer from 0 to 5, and

X is  $-S(O_2)-$ ;

$L^1$  is a bond; and

$L^2$  is a bond.

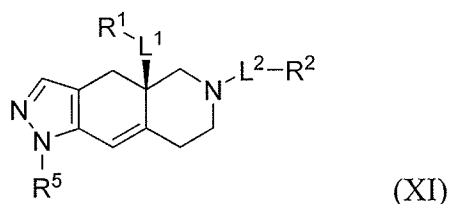
29. (Previously Presented) A method of treating a disorder or condition through modulating a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.

30. (Previously Presented) A method of treating a disorder or condition through antagonizing a glucocorticoid receptor, the method comprising administering to a subject in need of such treatment, an effective amount of the compound of claim 1.

31. (Previously Presented) A method of modulating a glucocorticoid receptor including the steps of contacting a glucocorticoid receptor with an effective amount of the compound of claim 1 and detecting a change in the activity of the glucocorticoid receptor.

32. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and the compound of claim 1.

33. (New) The compound of claim 1, having the formula



wherein,

$L^1-R^1$  is a member selected from methyl,  $-OR^{1A}$ ,  $-C(O)OR^{1A}$ ,  $CH_2-OR^{1A}$ ,  $(CH_2)_2-OR^{1A}$ ,  $NR^{1C}R^{1D}$ ,  $-C(O)NR^{1C}R^{1D}$ ,  $-CH_2-NR^{1C}R^{1D}$ , and  $-(CH_2)-NR^{1C}R^{1D}$ ; and

$R^5$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted aryl.

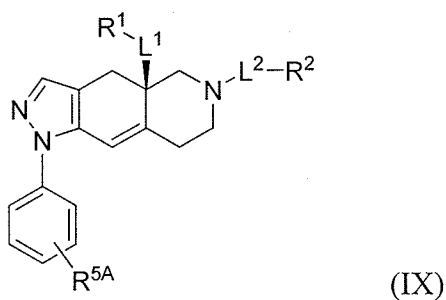
34. (New) The compound of claim 33, wherein  $R^5$  is a member selected from hydrogen and substituted or unsubstituted aryl.

35. (New) The compound of claim 33, wherein  $R^5$  is a member selected from substituted or unsubstituted  $C_{1-10}$  alkyl and substituted or unsubstituted aryl.

36. (New) The compound of claim 33, wherein  $R^5$  is a member selected from an unsubstituted  $C_{1-10}$  alkyl, unsubstituted aryl and fluoro-substituted aryl.

37. (New) The compound of claim 33, wherein  $L^1-R^1$  is a member selected from  $-CH_2-OR^{1A}$ , and  $-(CH_2)-NR^{1C}R^{1D}$ .

38. (New) The compound of claim 1, having the formula



wherein,

$L^1-R^1$  is a member selected from methyl,  $-OR^{1A}$ ,  $-C(O)OR^{1A}$ ,  $CH_2-OR^{1A}$ ,  $(CH_2)_2-OR^{1A}$ ,  $NR^{1C}R^{1D}$ ,  $-C(O)NR^{1C}R^{1D}$ ,  $-CH_2-NR^{1C}R^{1D}$ , and  $-(CH_2)-NR^{1C}R^{1D}$ ; and

$R^{5A}$  is a member selected from hydrogen, halogen,  $-OR^{5A1}$ ,  $-NR^{5A2}R^{5A3}$ ,  $-S(O_2)NR^{5A2}R^{5A3}$ ,  $-CN$ , substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein

$R^{5A1}$  is a member selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, and

$R^{5A2}$  and  $R^{5A3}$  are members independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl.

39. (New) The compound of claim 1, having the formula

